

FOUR PENN CENTER  
SUITE 200  
1600 JOHN F. KENNEDY BLVD.  
PHILADELPHIA, PA 19103-2808  
TELEPHONE 215.563.9400  
FACSIMILE 215.665.9988  
WWW.GGELAW.COM

**GC&E** GOLLATZ  
GRIFFIN  
& EWING  
ATTORNEYS - AT - LAW

ERIC M. HOCKY  
DIRECT DIAL 215.320.3720  
emhocky@ggelaw.com

Hon. Vernon A. Williams, Secretary  
Surface Transportation Board  
Mercury Building, #711  
1925 K Street, N.W.  
Washington, DC 20423-0001



July 14, 2004  
A: Overnight Delivery

RECORDATION NO. 24855-A FILED

Re: Documents for Recordation

JUL 15 '04

11-29 AM

Dear Mr. Williams:

**SURFACE TRANSPORTATION BOARD**

I have enclosed an original and one copy of the document described below, to be recorded pursuant to 49 USC §11301 and 49 CFR Part 1177.

The document is a Termination and Release of Lien, a secondary document, dated July 13, 2004.

The primary document to which this is connected was recorded under Recordation No. 24855 on March 17, 2004.

The names and addresses of the parties to the documents are as follows:

**Secured Party:**

Commonwealth of Pennsylvania, acting by and through the  
Department of Community and Economic Development  
Commonwealth Keystone Building  
400 North Street  
Fourth Floor  
Harrisburg, PA 17120

**Borrower/Debtor:**

Lehigh Valley Rail Management, LLC  
Room 618, Martin Tower  
1170 Eighth Avenue  
Bethlehem, PA 18018

GOLLATZ, GRIFFIN & EWING, P.C.

WEST CHESTER

PHILADELPHIA

WILMINGTON

Hon. Vernon A. Williams, Secretary  
July 13, 2004  
Page 2 of 2

A description of the equipment covered by the document on which the lien is being released follows:

A first lien on the 11 locomotives, 24 flat cars and 126 hopper cars identified in more detail on Exhibit A to this letter, and a second lien on the 31 locomotives identified in more detail on Exhibit B to this letter.

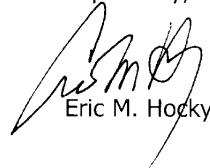
A fee of \$30.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to:

Eric M. Hocky  
Gollatz, Griffin & Ewing, P.C.  
Four Penn Center  
Suite 200  
1600 John F. Kennedy Blvd.  
Philadelphia, PA 19103-2808

A short summary of the document to appear in the index follows:

Termination and Release of Lien dated July 13, 2004, by Commonwealth of Pennsylvania, acting by and through the Department of Community and Economic Development in favor of Lehigh Valley Rail Management, LLC terminating the lien and security interest covering a first lien on 11 locomotives, 24 flat cars and 126 hopper cars, and a second lien on 31 locomotives, granted in Security Agreement dated March 15, 2004, effective as of March 10, 2004, with Recordation No. 24855.

Respectfully,



Eric M. Hocky

M:\Hocky\LV Rail\MELF\STB release form v2.wpd

GOLLATZ, GRIFFIN & EWING, P.C.

WEST CHESTER

PHILADELPHIA

WILMINGTON

## EXHIBIT "A"

The "A Equipment" – the machinery, equipment and other tangible personal property listed below, and all parts, replacements and/or substitutions, additions and accessions, equipment, tools and operating manuals thereto, any proceeds of sale or disposition thereof and any proceeds of insurance thereon or condemnation thereof.

### Locomotives

<u>Number</u>	<u>Type</u>	<u>Number</u>	<u>Type</u>
CBL 100	EMD NW2	CBL 101	EMD NW2
CBL 102	EMD NW2	CBL 104	EMD SW7
CBL 110	EMD SW7	CBL 111	EMD SW7
CBL 112	EMD SW7	CBL 114	EMD SW7
CBL 116	EMD SW7	CBL 122	EMD NW2
CBL 125	EMD NW2		

### Roadway Equipment

<u>Number</u>	<u>Type</u>	<u>Number</u>	<u>Type</u>
CBL 8	Fairmont Gang Car	CBL 21	Sullair Air Compressor
CBL 34	Miller Welder	CBL 56	RMC Jet Snow Blower

### Shop Equipment

<u>Number</u>	<u>Type</u>
M147-150	(4) 35 ton Whiting Locomotive Jacks (CBL)
CBL 86	Hyster Fork Lift
n/a	CBL Sand Tower
n/a	CBL Landa Pressure Washer

### Miscellaneous Equipment

<u>Number</u>	<u>Type</u>
CBL 37	1991 GMC Crew Cab Truck
CBL 45	1999 GMC Pickup Truck
CBL 39	1991 GMC Boom Truck

### Flat Cars

<u>Reporting Marks/Numbers</u>	<u>Reporting Marks/Numbers</u>
PBNE 500	PBNE 501 to 507
PBNE 509 to 511	PBNE 513 to 525

### Hopper Cars

#### Reporting Marks/Numbers

BSIX 1224  
BSIX 1251  
BSIX 1300  
BSIX 1324  
BSIX 1329 to 1331  
BSIX 1357  
BSIX 1363  
BSIX 1374  
BSIX 1399  
PBNE 1203 to 1204  
PBNE 1218  
PBNE 1228 to 1231  
PBNE 1238  
PBNE 1246  
PBNE 1261  
PBNE 1270  
PBNE 1277  
PBNE 1281  
PBNE 1286  
PBNE 1291 to 1293  
PBNE 1298  
PBNE 1307 to 1310  
PBNE 1320  
PBNE 1327 to 1328  
PBNE 1335 to 1337  
PBNE 1343 to 1346  
PBNE 1353 to 1356  
PBNE 1360 to 1362  
PBNE 1369 to 1373  
PBNE 1378 to 1382  
PBNE 1389 to 1393  
PBNE 1400  
PBNE 1407

#### Reporting Marks/Numbers

BSIX 1240  
BSIX 1280  
BSIX 1321  
BSIX 1326  
BSIX 1347 to 1348  
BSIX 1359  
BSIX 1368  
BSIX 1376 to 1377  
BSIX 1401  
PBNE 1209 to 1210  
PBNE 1225  
PBNE 1233  
PBNE 1241 to 1242  
PBNE 1253  
PBNE 1267  
PBNE 1273 to 1275  
PBNE 1279  
PBNE 1284  
PBNE 1288 to 1289  
PBNE 1295  
PBNE 1302 to 1304  
PBNE 1315 to 1318  
PBNE 1322 to 1323  
PBNE 1332 to 1333  
PBNE 1339 to 1341  
PBNE 1349 to 1351  
PBNE 1358  
PBNE 1364 to 1366  
PBNE 1375  
PBNE 1384 to 1387  
PBNE 1395 to 1397  
PBNE 1402 to 1403  
PBNE 1409

## EXHIBIT "B"

The "B Equipment" – the machinery, equipment and other tangible personal property listed below, and all parts, replacements and/or substitutions, additions and accessions, equipment, tools and operating manuals thereto, any proceeds of sale or disposition thereof and any proceeds of insurance thereon or condemnation thereof.

### Locomotives

<u>Number</u>	<u>Type</u>	<u>Number</u>	<u>Type</u>
PBNE 8	EMD MP15	PBNE 9	Slug
PBNE 10	Slug	PBNE 12	Slug
PBNE 13	Slug	PBNE 14	Slug
PBNE 19	EMD MP15	PBNE 20	EMD MP15
PBNE 22	EMD NW2	PBNE 23	EMD NW2
PBNE 24	EMD NW2	PBNE 25	EMD NW2
PBNE 26	EMD NW2	PBNE 27	EMD NW2
PBNE 31	EMD SW7	PBNE 32	EMD SW7
PBNE 33	EMD SW7	PBNE 35	EMD SW9
PBNE 36	EMD SW9	PBNE 37	EMD SW9
PBNE 39	EMD SW1200	PBNE 42	EMD SW1200
PBNE 43	EMD SW1200	PBNE 44	EMD SW7
PBNE 50	EMD SW900	PBNE 51	EMD SW900
PBNE 51A	EMD SW1200	PBNE 52	EMD SW1200
PBNE 53	EMD SW1200	PBNE 90	EMD SW7
PBNE 93	EMD SW9		

### Roadway Equipment

<u>Number</u>	<u>Type</u>	<u>Number</u>	<u>Type</u>
PBNE 41	Caterpillar IT28 Front End Loader	PBNE 193	Plasser Track Tamper
PBNE 46	Case Backhoe	PBNE 205	Pettibone 360 Speedswing
PBNE 35	Kershaw Yard Cleaner		

### Shop Equipment

<u>Number</u>	<u>Type</u>
n/a	(4) 35 ton Whiting Locomotive Jacks (PBNE)
n/a	PBNE Sand Tower

### Miscellaneous Equipment

<u>Number</u>	<u>Type</u>
PBNE 132	1995 Ford F150 Van
PBNE 215	1989 Ford F700 Truck
PBNE 142	2000 GMC Pickup Truck
PBNE 209	1988 Ford F700 Dump

RECORDATION NO. 24855A FILED

JUL 15 '04

11-29 AM

**TERMINATION AND RELEASE OF LIEN**

**SURFACE TRANSPORTATION BOARD**

**WHEREAS**, Lehigh Valley Rail Management, LLC ("LVRM" or "Debtor") granted a security interest to the Commonwealth of Pennsylvania, acting by and through the Department of Community and Economic Development ("Secured Party") in the collateral described on the attached Exhibits A and B (the "Collateral"), pursuant to a Security Agreement dated March 15, 2004, effective March 10, 2004 (the "Security Agreement"); and


**WHEREAS**, the indebtedness secured by the Collateral has been paid in full and the Secured Party has agreed to release its interest in the Collateral;

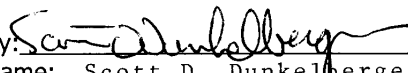
**NOW, THEREFORE, FOR GOOD AND VALUABLE CONSIDERATION**, the receipt and sufficiency of which is hereby acknowledged, the undersigned Secured Party hereby terminates, releases and discharges any and all of its rights, security interests, liens and other interests in, to, and under the Security Agreement and the Collateral, and in all increases or profits received therefrom, in all substitutions therefor, and in all proceeds thereof in any form, and hereby terminates, the Security Agreement.

**IN WITNESS WHEREOF**, the said Secured Party has caused this Termination and Release of Lien to be duly executed on this 13<sup>th</sup> day of July, 2004.

WITNESS:

COMMONWEALTH OF PENNSYLVANIA  
ACTING BY AND THROUGH THE  
DEPARTMENT OF COMMUNITY AND  
ECONOMIC DEVELOPMENT



By:   
Name: Scott D. Dunkelberger

Title: Chief Operating Officer,  
Center for Business Financing

COMMONWEALTH OF PENNSYLVANIA

)

) SS:

COUNTY OF DAUPHIN

)

ON THIS, the 13<sup>th</sup> day of July, 2004, before me, the undersigned officer,

personally appeared

Scott D. Dunkelberger

who

acknowledged

~~herself~~/himself

to

be

the

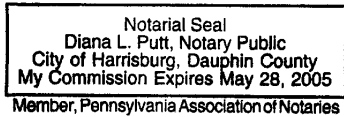
Chief Operating Officer, Center for Business Financing, of the Department of Community and Economic Development, and that he ~~is~~<sup>isn't</sup> as such public official being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the Department of Community and Economic Development by himself/~~herself~~ as such public official.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Diana L. Pett

Notary Public

My Commission Expires: May 28, 2005



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CBL 125	EMD NW2		

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PBNE 501 to 507  
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PBNE 1400  
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PBNE 22	EMD NW2	PBNE 23	EMD NW2
PBNE 24	EMD NW2	PBNE 25	EMD NW2
PBNE 26	EMD NW2	PBNE 27	EMD NW2
PBNE 31	EMD SW7	PBNE 32	EMD SW7
PBNE 33	EMD SW7	PBNE 35	EMD SW9
PBNE 36	EMD SW9	PBNE 37	EMD SW9
PBNE 39	EMD SW1200	PBNE 42	EMD SW1200
PBNE 43	EMD SW1200	PBNE 44	EMD SW7
PBNE 50	EMD SW900	PBNE 51	EMD SW900
PBNE 51A	EMD SW1200	PBNE 52	EMD SW1200
PBNE 53	EMD SW1200	PBNE 90	EMD SW7
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### Shop Equipment

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